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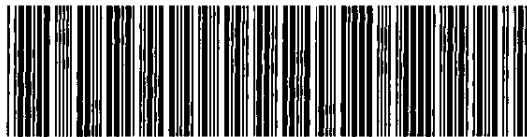
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04/13/10--01014--004 \*\*87.50

Effective Date

04-10-10

RECEIVED  
10 APR 12 PM 1:16  
DIVISION OF CORPORATION  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 APR 12 PM 12:49

B McKnight APR 14 2010

*Claire Cubbin*  
*Attorney at Law*

*2101 N. Andrews Avenue*  
*Suite 401-402*  
*Fort Lauderdale, Florida 33311-3940*

*954-566-0111*  
*Fax 954-566-5859*

April 1, 2010

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Veterans' Advocate Foundation of America, Inc.**

**FROM:**

Claire Cubbin, Esq. of Claire Cubbin, Esq., Attorney at Law  
2101 N. Andrews Avenue, Suite Nos. 401-402  
Fort Lauderdale, Florida 33311-3940  
E-mail address (to be used for future annual report notification):  
arbor123@aol.com

For further information concerning this matter, please call **Claire Cubbin, Esq.** at  
**(954) 566-0111**.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a  
check for:

\$87.50 for Filing Fee, Certificate of Status & Certified Copy

Very truly yours,



Claire Cubbin, Esq.

CC/sw  
Enc. (3)  
cc: David Elliott

**ARTICLES OF INCORPORATION  
OF  
VETERANS' ADVOCATE FOUNDATION OF AMERICA, INC.**

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
10 APR 12 PM 12:49

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

**ARTICLE I  
Name**

Effective Date

04-10-10

The name of the Corporation is: **Veterans' Advocate Foundation of America, Inc.**

**ARTICLE II  
Duration**

The existence of the Corporation shall begin on: April 10, 2010 and its duration (term) is perpetual, unless dissolved according to law.

**ARTICLE III  
Principal Office**

The street address of the principal office of the Corporation is: 1651 S. W. 27<sup>th</sup> Avenue, in the City of Fort Lauderdale, County of Broward, and State of Florida, 33312.

**ARTICLE IV  
Purposes**

This Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the

making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, more specifically:

1. To implement the care, recovery, and employment of addicted veterans.
2. To take advantage of grants available to us.
3. To become acquainted with other agencies serving the veterans in order to become a stronger, more effective, and more supportive advocate for the veterans.
4. To build political strength, thereby enabling us to have a strong voice on issues that concern the veterans.
5. To monitor our City, County, State, and Federal Government to ensure our organization receives its proper benefits; and
6. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount of value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
7. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## **ARTICLE V**

### **Limitation**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, or other private persons, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Pr

The initial street address of the Corporation's registered office is: 2101 N. Andrews Avenue, Suite Nos. 401-402, Fort Lauderdale, Florida, 33311-3940. The initial registered agent for the Corporation at that address is: Claire Cubbin, Esq..

## **ARTICLE VI**

### **Dissolution of Assets**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **Board of Directors**

#### **Manner of Selection**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is eight. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The initial board of directors shall be composed of the eight officers of said corporation, elected by the membership of said corporation: President and CEO, President and CFO, Sr. Vice-President (2), Vice President (2) Secretary, and Treasurer. Subsequent vacancies on said Board of Directors shall be filled by appointment by such Board.

**ARTICLE VIII**  
**Initial Directors and/or Officers**

<b>Names</b>	<b>Addresses</b>
David J. Elliott, President and CEO	1651 S. W. 27th Avenue Fort Lauderdale, FL 33312
Ava Gore, President and CFO	2740 S. W. 17th Street
Leslie T. Gore, Vice President	2740 S. W. 17th Street Fort Lauderdale, FL 33312
Carman Duporte, Secretary and Treasurer	830 S. W. 30th Avenue Fort Lauderdale, FL 33312
Claire Cubbin, Esq. Sr. Vice President	2101 N. Andrews Avenue Suite Nos. 401-402 Fort Lauderdale, FL 33312
Albert A. Will, Sr. Vice President	1661 S. W. 27 <sup>th</sup> Avenue Fort Lauderdale, FL 33312

## **ARTICLE IX**

### **Officers**

The Officers of the Corporation shall consist of a President and CEO, President and CFO, two Senior Vice Presidents, two Vice Presidents, Secretary, and Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the members of the Corporation (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

David J. Elliott, President and CEO	1651 S. W. 27th Avenue Fort Lauderdale, FL 33312
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Ava Gore, President and CFO	2740 S. W. 17th Street
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Leslie T. Gore, Vice President	2740 S. W. 17th Street Fort Lauderdale, FL 33312
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Carman Duporte, Secretary	830 S. W. 30th Avenue Fort Lauderdale, FL 33312
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Claire Cubbin, Esq. Sr. Vice President	2101 N. Andrews Avenue Suite Nos. 401-402 Fort Lauderdale, FL 33312
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Albert A. Will, Jr., Sr. Vice President	1661 S. W. 27th Avenue Fort Lauderdale, FL 33312
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## **ARTICLE X**

### **Bylaws**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

## **ARTICLE XI**

### **Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

## **ARTICLE XII**

### **Indemnification**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

## **ARTICLE XIII**

### **Initial Registered Agent and Street Address**

The initial street address of the Corporation's registered office is: 2101 N. Andrews Avenue, Suite Nos. 401-402, Fort Lauderdale, Florida, 33311-3940. The initial registered agent for the Corporation at that address is: Claire Cubbin, Esq.

## **ARTICLE XIV**

### **Incorporator**

The name and street address of the person signing these articles of



incorporation is:

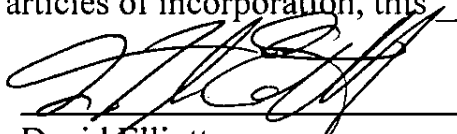
Name

Address

David Elliott

1651 S. W. 27th Avenue  
Fort Lauderdale, FL 33312

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation, this \_\_\_\_ day of March, 2010.



David Elliott  
Incorporator

1 April 2010  
Date

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Veterans' Advocate Foundation of America, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Claire Cubbin, Esq.  
Registered Agent

4/1/2010  
Date

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 APR 12 PM 12:49